

13 October 2021

Dear Shareholder

**ANNUAL GENERAL MEETING – NOTICE AND PROXY FORM**

Notice is hereby given that the Annual General Meeting (**Meeting**) of Shareholders of Matador Mining Limited (ACN 612 912 393) (**Company**) will be held at 1202 Hay Street, West Perth, Western Australia 6005 on Friday, 12 November 2021 at 9:00am (AWST) and via virtual means.

The Board has made the decision that it will hold a physical Meeting with the appropriate social gathering and physical distancing measures in place to comply with the Federal Government's and State Government's current restrictions for physical gatherings as well as hold the meeting virtually for those not able to attend in person. This will provide Shareholders with the opportunity to attend and participate in the Meeting through an online meeting platform provided by the Company's share registry, Automic Registry Services, where shareholders will be able to watch, listen, ask questions and vote online.

Shareholders are encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company Secretary at [cosec@matadormining.com.au](mailto:cosec@matadormining.com.au) at least 48 hours before the Meeting.

In accordance with the recent amendments to the Corporations Act 2001 (Cth) by the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021* (Cth), unless requested, the Company will not be dispatching physical copies of the Notice of Meeting (**NOM**) to shareholders. Instead, a copy of the NOM is available at <https://matadormining.com.au/investor-dashboard/asx-announcements/>.

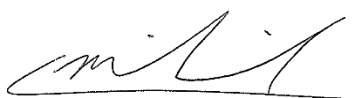
As you have **not** elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience. Shareholders are encouraged to complete and lodge their proxies online or otherwise in accordance with the instructions set out in the proxy form and the Notice.

Proxies should be returned as follows:

- Online** At <https://investor.automic.com.au/#/loginsah>
- By mail** Share Registry – Automic, GPO Box 5193, Sydney NSW 2001
- By fax** + 61 2 8583 3040
- By hand** Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

To be valid, your proxy voting instruction must be received by 9:00am (AWST) on Wednesday, 10 November 2021, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The NOM is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the NOM, please contact the Company Secretary by telephone on +61 8 6117 0478 or by email at [cosec@matadormining.com.au](mailto:cosec@matadormining.com.au).



**Carol Marinkovich**  
Company Secretary



**MATADOR MINING LIMITED  
ACN 612 912 393**

**NOTICE OF ANNUAL GENERAL MEETING**

**The Annual General Meeting of the Company will be held at  
Emerald House, 1202 Hay Street, West Perth on  
Friday, 12 November 2021 at 9:00AM (AWST) and as well as  
being offered as a virtual meeting to shareholders**

*The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.*

*Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 8 9200 4960 or email [cosec@matadormining.com.au](mailto:cosec@matadormining.com.au).*

**IMPORTANT INFORMATION:** *The AGM will be held as a virtual Meeting. If you are a shareholder and you wish to attend the AGM, please register in advance for the virtual Meeting here: [https://us02web.zoom.us/webinar/register/WN\\_qzDz-kuuQCS4KkjDQtTu3A](https://us02web.zoom.us/webinar/register/WN_qzDz-kuuQCS4KkjDQtTu3A)*

**Shareholders are urged to attend the Meeting (in person or via electronic means) or vote by lodging the proxy form attached to the Notice.**

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# MATADOR MINING LIMITED

ACN 612 912 393

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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Matador Mining Limited (**Matador** or **Company**) will be held at 9:00am (AWST) on Friday, 12 November 2021 at Emerald House, 1202 Hay Street, West Perth, Western Australia (**Meeting**) and via virtual means.

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 9:00am (AWST) on Wednesday, 10 November 2021.

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined either where first used or in Schedule 1.

## AGENDA

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### 1. Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2021, which includes the Financial Report, the Directors' Report and the Auditor's Report.

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### 2. Resolution 1 - Adoption of Remuneration Report

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **advisory resolution**:

*"That, for the purposes of Section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report forming part of the Company's 2021 Annual Report be and is hereby adopted."*

#### Voting Exclusion

In accordance with section 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whom are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

Further, in accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and

- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of this Resolution. In exceptional circumstances, the Chair may change his or her voting intention on this Resolution, in which case an ASX announcement will be made.

Shareholders may also choose to direct the Chair to vote against this Resolution or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

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### 3. Resolution 2 - Re-Election of Justin Osborne as a Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That Mr Justin Osborne, who retires by rotation in accordance with Clause 6.3 of the Constitution and for all other purposes, and being eligible and offering himself for re-election, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."*

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### 4. Resolution 3 - Ratification of the Issue of the LR 7.1 Placement Shares

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

*"That for the purpose of ASX Listing Rule 7.4 and all other purposes, approval and ratification is given to the issue and allotment of 27,052,819 fully paid ordinary shares, which were issued in accordance with the Company's placement capacity under ASX Listing Rule 7.1, as detailed in the Explanatory Statement."*

#### Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf any of the following persons:

- (a) any person who participated in the Placement or any of their associates; or
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or

- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting on the resolution; and
  - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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## 5. Resolution 4 - Ratification of the Issue of the LR 7.1A Placement Shares

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

*"That for the purpose of ASX Listing Rule 7.4 and all other purposes, approval and ratification is given to the issue and allotment of 1,531,964 fully paid ordinary shares, which were issued in accordance with the Company's placement capacity under ASX Listing Rule 7.1A, as detailed in the Explanatory Statement."*

### Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf any of the following persons:

- (a) any person who participated in the Placement or any of their associates; and
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (d) the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting on the resolution; and
  - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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## 6. Resolution 5 - Issue of Options to Mr Ian Murray

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purpose of ASX Listing Rule 10.14 and sections 195(4), 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve:*

- (a) *the grant of 429,000 Options to Mr Ian Murray vesting on 1 July 2022 subject to performance against Board approved vesting criteria, and any benefits under the grant of such Options (including the issue of Shares on the exercise of those Options) that may be given to Mr Ian Murray in connection with any future retirement from his office or employment with the Company, on the terms and conditions described in the Explanatory Memorandum to this Notice; and*

- (b) *the grant of 858,000 Options to Mr Ian Murray vesting on 1 July 2024 subject to performance against Board approved vesting criteria, and any benefits under the grant of such Options (including the issue of Shares on the exercise of those Options) that may be given to Mr Ian Murray in connection with any future retirement from his office or employment with the Company, on the terms and conditions described in the Explanatory Memorandum to this Notice."*

#### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Ian Murray, or any of his associates. However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting on the resolution; and
  - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the Company need not disregard a vote if it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form, or it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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## **7. Resolution 6 - Approval of Additional 10% Capital Raising Capacity**

To consider and, if thought fit, to pass with or without amendment, as a **special resolution** the following:

*"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."*

#### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, an issue under the 10% Placement Facility (except a benefit solely by reason of being a holder of Shares) or any associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting on the resolution; and
  - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

At the date of the Notice, the Company has not approached any particular existing Shareholder to participate in the issue of such Equity Securities. No existing Shareholder's votes will therefore be excluded under this voting exclusion.

**BY ORDER OF THE BOARD**



**CAROL MARINKOVICH**  
Company Secretary

Dated: 13 October 2021

# MATADOR MINING LIMITED

ACN 612 912 393

## EXPLANATORY MEMORANDUM

### 1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at 9:00am (AWST) on Friday, 12 November 2021 at Emerald House, 1202 Hay Street, West Perth, Western Australia and via virtual means.

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the resolutions:

Section	Information item
Section 1:	Introduction
Section 2:	Action to be taken by Shareholders
Section 3:	Annual Report
Section 4:	Resolution 1 - Adoption of Remuneration Report
Section 5:	Resolution 2 - Re-Election of Director - Mr Justin Osborne
Section 6:	Resolution 3 - Ratification of the Issue of the LR 7.1 Placement Shares
Section 7:	Resolution 4 - Ratification of the Issue of the LR 7.1A Placement Shares
Section 8:	Resolution 5(a) - Issue of STI Options to Mr Ian Murray Resolution 5(b) - Issue of LTI Options to Mr Ian Murray
Section 9:	Resolution 6 - Approval of Additional 10% Placement Capacity
Schedule 1:	Definitions
Schedule 2:	Summary of Key Terms of the Employee Securities Incentive Plan
Schedule 3:	Securities Issued in the Previous 12 Months

#### 1.1 Time and Place of Meeting

Notice is given that the Meeting will be held at 9:00am (AWST) on Friday, 12 November 2021 at Emerald House, 1202 Hay Street, West Perth, Western Australia and via virtual means as detailed in Section 2.4.



## **1.2 Your Vote is Important**

The business of the Meeting affects your shareholding and your vote is important.

## **1.3 Voting Eligibility**

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00 pm (AWST) on Wednesday, 10 November 2021.

## **1.4 Defined Terms**

Capitalised terms in this Notice of Meeting and Explanatory Memorandum are defined either in Schedule 1 or where the relevant term is first used.

## **1.5 Responsibility**

This Notice of Meeting and Explanatory Memorandum have been prepared by the Company under the direction and oversight of its Directors.

## **1.6 ASX**

A final copy of this Notice of Meeting and Explanatory Memorandum has been lodged with ASX. Neither ASX nor any of its officers take any responsibility for the contents of this document.

## **1.7 No Internet Site is Part of this Document**

No internet site is part of this Notice of Meeting and Explanatory Memorandum. The Company maintains an internet site ([www.matadormining.com.au](http://www.matadormining.com.au)). Any reference in this document to this internet site is a textual reference only and does not form part of this document.

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# **2. Action to be Taken by Shareholders**

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the resolutions.

## **2.1 Voting in Person**

A shareholder that is an individual may attend and vote in person at the Meeting. If you wish to attend the Meeting, please bring the enclosed proxy form to the Meeting to assist in registering your attendance and number of votes. Please arrive 15 minutes prior to the start of the Meeting to facilitate this registration process.

## **2.2 Voting by Corporate Representative**

A shareholder that is a corporation may appoint an individual to act as its representative to vote at the Meeting in accordance with section 250D of the *Corporations Act 2001* (Cth). The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed. The appropriate "Appointment of Corporate Representative" form should be completed and produced prior to admission to the Meeting. This form may be obtained from the Company's share registry.

## 2.3 Proxies

### (a) *Voting by Proxy*

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited to attend the Meeting or, if they are unable to attend in person, they are encouraged to sign and return the Proxy Form to the Company in accordance with the instructions on the Proxy Form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (ii) a proxy need not be a member of the Company; and
- (iii) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

### (b) Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution - the proxy must not vote on a show of hands;
- (iii) if the proxy is the chair of the Meeting at which the resolution is voted on - the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (iv) if the proxy is not the chair - the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

### (c) Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (i) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a Meeting of the Company's members;
- (ii) the appointed proxy is not the chair of the Meeting;
- (iii) at the Meeting, a poll is duly demanded on the resolution; and
- (iv) either the proxy is not recorded as attending the Meeting or the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

## 2.4 Attending the Virtual Meeting

The Company is pleased to provide Shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen and vote online.

Shareholders will be able to vote and ask questions at the virtual Meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to Carol Marinkovich, Company Secretary at [cosec@matadormining.com.au](mailto:cosec@matadormining.com.au) at least 48 hours before the Meeting.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

### ***Attending the Meeting Virtually***

To access the virtual Meeting:

1. Open your internet browser and go to [www.investor.automic.com.au](http://www.investor.automic.com.au).
2. Login with your username and password or click “**Register**” if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the Meeting to ensure there is no delay in attending the virtual Meeting.**
3. After logging in, a banner will display at the bottom of your screen to indicate that the Meeting is open for registration. Click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left hand menu bar to access registration.
4. Click on “**Register**” and follow the steps.
5. Click on the URL to join the webcast where you can view and listen to the virtual Meeting. Note that the webcast will open in a separate window.
6. Once the Chair of the Meeting has declared the poll open for voting click on “Refresh” to be taken to the voting screen.
7. Select your voting direction and click “confirm” to submit your vote. Note that you cannot amend your vote after it has been submitted.

For further information on the live voting process please see the “**Registration and Voting Guide**” at <https://www.automicgroup.com.au/virtual-agms/>

The Company will provide Shareholders with the opportunity to vote and ask questions at the Meeting in respect of the formal items of business as well as general questions in respect to the Company and its business.

### ***How do I create an account with Automic?***

To create an account with Automic, please go to the Automic website (<https://investor.automic.com.au/#/home>), click on ‘register’ and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

Further information and support on how to use the platform is available on the share registry website - [www.automic.com.au](http://www.automic.com.au). It is recommended that you register to use the registry website well in advance of the Meeting to save time on the day of the Meeting. Should you have any difficulties, you can contact the registry by telephone on 1300 288 664 (within Australia) and +61 2 9698 5414 (overseas).

You may still attend the Meeting and vote even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance at the Meeting will not revoke your proxy appointment unless you actually elect to attend as a voting holder at the Meeting for which the proxy is proposed to be used, in which case, the proxy’s appointment will be deemed to be revoked with respect to voting.

## 2.5 Chair's Voting Intentions

The Chair intends to exercise all available proxies in favour of all resolutions unless the Shareholder has expressly indicated a different voting intention.

## 2.6 Lodgement of Proxy Documents

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below by 9:00am (AWST) on Wednesday, 10 November 2021. Any proxy form received after that time will not be valid for the scheduled Meeting. Proxies should be returned as follows:

**Online** At <https://investor.automic.com.au/#/loginsah>

**By mail** Share Registry - Automic, GPO Box 5193, Sydney NSW 2001

**By fax** + 61 2 8583 3040

**By hand** Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

## 2.7 Voting Exclusions

Pursuant to the requirements of the ASX Listing Rules, certain voting exclusions apply in relation to the resolutions. Please refer to the Notice and to discussion of the relevant resolutions below for details of the applicable voting exclusions.

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# 3. Annual Report

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the opportunity to:

- (a) Discuss the Annual Report (which is available online at: [www.matadormining.com.au](http://www.matadormining.com.au));
- (b) Ask questions or make comments on the management of the Company; and
- (c) Ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) The preparation and the content of the Auditor's Report;
- (b) The conduct of the audit;
- (c) Accounting policies of the Company in relation to the preparation of the financial statements; and
- (d) The independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five Business Days before the Meeting to the Company Secretary at the Company's registered office or via email [cosec@matadormining.com.au](mailto:cosec@matadormining.com.au).

## 4. Resolution 1 - Adoption of 2021 Remuneration Report

### 4.1 General

#### *Background*

Pursuant to section 250R(2) of the Corporations Act, the Company is required to put the 2021 Remuneration Report to the vote of Shareholders. The Company's Remuneration Report is set out in pages 23 to 31 of the Annual Report. The Remuneration Report (among other things) provides Shareholders with information relating to the Group's remuneration policies and details of the remuneration for the Key Management Personnel (which includes the Directors (both executive and non-executive) and other specified senior managers of the Company).

Subject to the rules set out in Division 9 of Part 2G.2 of the Corporations Act described below under the heading "Consequence of voting against Resolution 1", Resolution 1 need only be an advisory vote of Shareholders and does not bind the Directors or the Company. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the 2021 Remuneration Report. However, the Board will take the outcome of the vote very seriously when considering the Company's future remuneration policy.

Accordingly, your Directors would like to reiterate that:

- (a) The remuneration policy of the Company and its subsidiaries (**Group**) has been designed to align Executive objectives with shareholder and business objectives by providing a fixed remuneration component and offering specific short and long-term incentives based on key performance areas affecting the Group's financial and operating results. Your Board believes the Company's remuneration policy is appropriate.
- (b) The structure of the Executive remuneration package remains a key focus of the Board to ensure alignment with the nature of Matador's business as it optimises its activities and minimises costs.

These matters are part of the Company's strategy to ensure the remuneration of Directors, Executives and all other employees is in line with best practice for a company its size and in keeping with the wishes of Shareholders.

### 4.2 Consequence of Voting Against Resolution 1

The 2020 Remuneration Report was approved at the Company's 2020 annual general meeting, with less than 25% of votes cast against that resolution. If at least 25% of the votes cast on Resolution 1 are against the adoption of the 2021 Remuneration Report, and at least 25% of the votes cast at the next annual general meeting of the Company (**2022 AGM**) on a resolution that the 2021 Remuneration Report be adopted, is against the adoption of that report, then the Company will be required under section 250V of the Corporations Act to put to the vote at the 2022 AGM a spill resolution (**Spill Resolution**) to decide whether or not to convene another general meeting within 90 days of the 2022 AGM (**Spill Meeting**) where:

- (a) All the Directors of the Company who were directors at the time of the 2022 AGM (other than the Managing Director) and in office on the date on which the 2022 Remuneration Report is approved, will cease to hold office immediately before the end of the Spill Meeting; and
- (b) A resolution to fill the position of each of the Directors referred to in (a) by re-election or otherwise will be put to the vote at the Spill Meeting.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the 2021 Remuneration Report.

### 4.3 Directors' Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as described in the 2021 Remuneration Report), the Board unanimously recommends that the Shareholders adopt the 2021 Remuneration Report and vote in favour of Resolution 1.

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorization for the Chair to vote your proxy in accordance with the Chair's intention even though Resolution 1 is connected directly or indirectly to the remuneration of Key Management Personnel.

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## 5. Resolution 2 - Re-Election of Director - Mr Justin Osborne

### 5.1 General

Article 6.3(c) of the Constitution requires that one third of the Directors (excluding the Managing Director) must retire at each annual general meeting (or if that is not a whole number, the whole number nearest to one third, rounded down). Article 6.3(e) of the Constitution requires that the Directors to retire are those who have held their office as Director for the longest period since their last election or appointment to that office. In the event two or more Directors have held office for equal periods of time, the retiring Directors are to be determined by lot, unless otherwise agreed by those Directors.

Article 6.3(f) of the Constitution provides that a Director who retires in accordance with Article 6.3(c) is eligible for re-election.

As at the date of this Notice, the Company has four Directors and accordingly, one Director must retire.

Non-Executive Director Mr Justin Osborne was last elected at the annual general meeting held on 18 November 2020 and it has been agreed by the Directors that Mr Osborne will retire by rotation and seek re-election as a Director at the Meeting.

Accordingly, Mr Osborne retires by rotation at this Meeting and, being eligible, seeks re-election pursuant to Resolution 2. Resolution 2 is an ordinary resolution.

Details of Mr Osborne's background and experience are as follows:

### 5.2 Mr Justin Osborne, MSc

**Non-Executive Director - Age 54**

#### **Experience and Expertise**

Mr Osborne is a highly experienced mining executive, with a successful career that spans over 30 years as an exploration geologist and is a Fellow of the Australasian Institute of Mining and Metallurgy and holds a Bachelor of Science, Honours (First Class) from La Trobe University of Victoria. In addition to his role at Matador, Justin was an Executive Director at Gold Road Resources Ltd (GOR.ASX) and played a pivotal role in the rapid and effective resource development of the world class Gruyere Gold Deposit (6.6Moz Au) which currently produces approximately 300,000oz Au per annum.

Prior to Gold Road Resources Ltd, Justin held various senior positions with Gold Fields Ltd, which included Vice President Development Strategy - Growth and International Projects and General Manager - Near Mine Exploration (International Operations), which followed a long career with WMC Limited.

#### **Special Responsibilities**

Chair of the ESG Committee



## Other Current Directorships

Nil

## Interests in Matador Securities

410,000 Shares

420,000 Unlisted Options

### 5.3 Directors' Recommendation

The Board (excluding Mr Osborne) recommends that Shareholders vote in favour of Resolution 2. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 2.

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## 6. Resolution 3 - Ratification of the Issue of the LR 7.1 Placement Shares

### 6.1 Background

On 30 June 2021, the Company completed the placement of 28,584,783 fully paid ordinary shares at \$0.56 per Share (**Placement Shares**) as Canadian charity flow-through shares, which provides tax incentives to those investors for expenditures that qualify as flow through mining expenditures under the Income Tax Act (Canada), to raise \$16 million (before costs) (**Placement**). A total of 27,052,819 Placement Shares were issued in accordance with the Company's placement capacity under ASX Listing Rule 7.1 (**LR 7.1 Placement Shares**) and a total of 1,531,964 of the Placement Shares were issued in accordance with the Company's placement capacity under ASX Listing Rule 7.1A (**LR 7.1A Placement Shares**).

None of the parties who participated in the 2021 Placement are related parties of the Company. Refer to the Company's ASX announcement of 30 June 2021 for further details of the Placement.

Resolution 3 seeks Shareholder approval for the ratification of the LR 7.1 Placement Shares.

Resolution 3 is an ordinary resolution.

### 6.2 ASX Listing Rules 7.1 and 7.4

In accordance with ASX Listing Rule 7.1, the Company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of Equity Securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with Shareholder approval for the purpose of ASX Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1. To this end, Resolution 3 seeks Shareholder approval for the ratification of the issue of the LR 7.1 Placement Shares for the purposes of ASX Listing Rule 7.4.

If Resolution 3 is passed, the issue of the LR 7.1 Placement Shares will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the issue.

If Resolution 3 is not passed, the issue of the LR 7.1 Placement Shares will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the issue.

### **6.3 Specific Information Required by ASX Listing Rule 7.5**

In accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue of the LR 7.1 Placement Shares:

- (a) The LR 7.1 Placement Shares were issued to PearTree Securities Inc. (as agent) as Canadian charity flow-through shares, who is not a related party of the Company.
- (b) The LR 7.1 Placement Shares consist of 27,052,819 fully paid ordinary shares in the capital of the Company and were issued on the same terms and conditions as the Company's existing Shares.
- (c) The LR 7.1 Placement Shares were issued on 30 June 2021.
- (d) The LR 7.1 Placement Shares were issued at a price of \$0.56 per Share.
- (e) The purpose of the issue of the LR 7.1 Placement Shares was to provide proceeds to fund the Company's exploration activities at its Cape Ray Gold Project, for general corporate purposes and working capital.
- (f) A voting exclusion statement is included in the Notice for Resolution 3.

### **6.4 Directors' Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

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## **7. Resolution 4 - Ratification and Approval of the LR 7.1A Placement Shares**

### **7.1 Background to the Placement**

See section 6.1 of this Notice for background information on the Placement.

Resolution 4 seeks shareholder approval for the ratification of the issue of 1,531,964 Shares, as the LR 7.1A Placement Shares, which were issued in accordance with the Company's placement capacity under ASX Listing Rule 7.1A.

None of the parties who participated in the Placement are related parties of the Company.

Resolution 4 is an ordinary resolution.

### **7.2 ASX Listing Rules 7.1A and 7.4**

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

On 18 November 2020, Shareholders approved the Company having the additional capacity to issue Equity Securities in an amount up to 10% of the issued capital of the Company (at the time of the issue), calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.



ASX Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1A (and provided that the previous issue did not breach ASX Listing Rule 7.1A) those securities will be deemed to have been made with Shareholder approval for the purpose of ASX Listing Rule 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1A. To this end, Resolution 4 seeks Shareholder approval to the ratification of the issue of the LR 7.1A Placement Shares for the purposes of ASX Listing Rule 7.4.

If Resolution 4 is passed, the issue of the LR 7.1A Placement Shares will be excluded in calculating the Company's 10% limit in ASX Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the issue.

If Resolution 4 is not passed, the issue of the LR 7.1A Placement Shares will be included in calculating the Company's 10% limit in ASX Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the issue.

### 7.3 Specific Information Required by ASX Listing Rule 7.5

In accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue of the LR 7.1A Placement Shares:

- (a) The LR 7.1A Placement Shares were issued to PearTree Securities Inc. (as agent) as Canadian charity flow-through shares, who is not a related party of the Company.
- (b) The LR 7.1A Placement Shares consist of 1,531,964 fully paid ordinary shares in the capital of the Company and were issued on the same terms and conditions as the Company's existing Shares.
- (c) The LR 7.1A Placement Shares were issued on 30 June 2021.
- (d) The LR 7.1A Placement Shares were issued at a price of \$0.56 per Share.
- (e) The purpose of the issue of the LR 7.1A Placement Shares was to provide proceeds to fund the Company's exploration activities at its Cape Ray Gold Project, for general corporate purposes and working capital.
- (f) A voting exclusion statement is included in the Notice for Resolution 4.

### 7.4 Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

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## 8. Resolution 5 - Issue of Options to Ian Murray

### 8.1 Background

Resolution 5 seeks Shareholder approval in accordance with ASX Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes, to issue 1,287,000 Options to Mr Ian Murray as part of his remuneration as Executive Chairman of the Company (the **Murray Options**). The Murray Options are proposed to be granted to Mr Murray under the terms and conditions of the Company's employee incentive scheme - the Option Plan - a summary of which is included in Schedule 2, as follows:

- (a) 429,000 Options granted as short-term incentives, which will have a zero-exercise price, vesting on 1 July 2022 subject to performance against Board approved criteria, expiring 1 July 2024 (**STI Options**); and

- (b) 858,000 Options granted as long-term incentives, which will have a zero-exercise price, vesting on 1 July 2024 subject to performance against Board approved criteria, expiring 1 July 2026 (**LTI Options**).

Under section 208 of the Corporations Act, for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner detailed in Sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception detailed in sections 210 to 216 of the Corporations Act.

The Board has formed the view that the grant of the Murray Options forms reasonable remuneration and as a result, shareholder approval under section 208 of the Corporations Act is not required.

The Board recognises the importance of retaining all key personnel and providing the appropriate incentives in order to deliver the Company's objectives. The Board believes Mr Murray's role as Executive Chairman is critical to delivering these objectives.

The Company's remuneration arrangements provide that, subject to the Board's discretion, the Executive Chairman may be issued annually, unquoted options as both short-term incentives and as long-term incentives as follows:

- (a) Short-term incentives which have a three-year term and a vesting date that is 12 months from the date of Board approval of the grant of such options, with a value equal to 60% of the Executive Chairman's base salary (if the stretch targets are met); and
- (b) Long-term incentives which have a five-year term and a vesting date that is 36 months from the date of Board approval of the grant of such options, with a value equal to 120% of the Executive Chairman's base salary (if the stretch targets are met).

As the performance periods for the STI Options and LTI Options is 1 July 2021 to 30 June 2022 and 1 July 2021 to 30 June 2024 respectively, the number of STI Options and LTI Options has been determined based on a share price of \$0.42, being the capital raising share price as at 30 June 2021.

Both the STI Options and LTI Options vest subject to an assessment by the Non-Executive Directors of performance against objectives related to key aspects of the Company's business, including:

- (a) Safety and environment - zero fatalities, serious incidents and major environmental incidents;
- (b) Exploration and Mineral Resources - the advance of exploration prospects through the Company's resource pyramid, new discoveries and increases to the existing JORC Mineral Resources on a comparable basis;
- (c) Corporate - share price performance and share register related objectives; and
- (d) Project - community engagement, environmental baseline studies and technical studies to identify improvements to the Scoping Study.

If Resolutions 5(a) and 5(b) are approved by Shareholders, the STI Options and LTI Options will be issued to Mr Murray as soon as reasonably practicable following the conclusion of the Meeting. Should Shareholders approve of either Resolution 5(a) or Resolution 5(b), the STI Options or LTI Options (whichever is approved by Shareholders) will be issued to Mr Murray as soon as reasonably practicable following the conclusion of the Meeting. If Resolutions 5(a) and/or 5(b) are not passed, the Company will not be able to proceed with the issue of the Murray Options and may need to consider alternative forms of remuneration for Ian Murray.

Resolutions 5(a) and 5(b) are ordinary resolutions.

## 8.2 ASX Listing Rule 10.14

Listing Rule 10.14 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity, an associate of a director, or a person whose relationship with the entity, a director or an associate of a director is, in ASX's opinion, such that approval should be obtained. Shareholder approval is required under ASX Listing Rule 10.14 to issue the STI Options and LTI Options because Mr Murray is a Director. Furthermore, if Shareholders approve Resolutions 5(a) and 5(b), ASX Listing Rule 7.2 (Exception 14) provides that an issue of Shares upon conversion of the STI Options and the LTI Options will not reduce the Company's 15% placement capacity under ASX Listing Rule 7.1 and separate approval under this Resolution 5 is not required for the purposes of ASX Listing Rule 7.1.

## 8.3 Information required by ASX Listing Rule 10.15

The following information is provided as required by ASX Listing Rule 10.15:

- (a) The Murray Options will be issued to Mr Murray (and/or his nominees).
- (b) Mr Murray falls within ASX Listing Rule 10.14.1 - Mr Murray is a Director.
- (c) The maximum number of Murray Options that may be issued to Mr Murray is 1,287,000. The Murray Options are proposed to be granted to Mr Murray as follows:
  - (i) 429,000 Options granted as short-term incentives, which will have a zero-exercise price, vesting on 1 July 2022 subject to performance against Board approved criteria, expiring 1 July 2024; and
  - (ii) 858,000 Options granted as long-term incentives, which will have a zero-exercise price, vesting on 1 July 2024 subject to performance against Board approved criteria, expiring 1 July 2026.
- (d) Mr Murray's current remuneration package is \$300,000 per year (including superannuation and excluding the Murray Options).
- (e) Mr Murray was previously issued 4,000,000 unlisted options under the Plan, pursuant to the approval of Shareholders at a general meeting held on 5 June 2020 and 1,554,000 unlisted options under the Plan, pursuant to the approval of Shareholders at the annual general meeting held on 18 November 2020.
- (f) The offer of the Murray Options to Mr Murray forms part of the Company's approach to effectively remunerating Mr Murray. The grant of the Murray Options is viewed as a cost effective and efficient form of remuneration as opposed to alternative forms of remuneration, such as the payment of additional cash compensation.

A Black & Scholes valuation of the Murray Options is not possible due to the zero-exercise price. Applying an exercise price of \$0.000001, the Black & Scholes valuation model generates a value per Murray Option equal to the share price at the time of issue. The table below shows the value of the STI Options and LTI Options under different vesting scenarios, based on a share price of \$0.42 being the capital raising share price as at 30 June 2021.

No. of Options Vested	25%	50%	75%	100%
Value of STI Options (\$)	45,000	90,000	135,000	180,000
Value of LTI Options (\$)	90,000	180,000	270,000	360,000

Note: The valuation noted above is not necessarily the market price that the Murray Options could be traded at and is not automatically the market price for taxation purposes.

- (g) The Murray Options will be issued for nil consideration.
- (h) The Company has established an employee securities incentive plan - the Option Plan - the full terms of the Option Plan may be inspected at the registered office of the Company during normal business hours. A summary of the terms of the Option Plan is set out in Schedule 2.
- (i) No loan is made in relation to the issue of the Murray Options.
- (j) The persons referred to in Listing Rule 10.14, being Mr Justin Osborne, Mr Mick Wilkes and Dr Nicole Adshead-Bell, each a Director.
- (k) Details of any securities issued under the Option Plan will be published in each annual report relating to a period in which securities have been issued under the Plan, with a statement that approval for the issue of the securities was obtained under ASX Listing Rule 10.14.
- (l) Any additional persons (to whom Listing Rule 10.14 applies) who become entitled to participate in the Option Plan after approval of Resolution 5 and who are not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.
- (m) The Company will issue the Murray Options as soon as reasonably practicable after the Meeting, and in any event within three years after the Meeting.
- (n) A voting exclusion statement is included with Resolution 5 in the Notice.

#### 8.4 Information Required for Sections 200B and 200E of the Corporations Act

Under sections 200B and 200E of the Corporations Act, the Company can only give a benefit to a member of Key Management Personnel in connection with retirement from office or employment in the Company with prior Shareholder approval or if any of a number of exceptions apply. Accelerated vesting or automatic vesting of share-based payments may in some cases be a benefit of this kind.

As a participant in the Plan, Mr Murray may become entitled to accelerated vesting or automatic vesting of Options if there is a change in control of the Company or if the Board exercises a discretion upon cessation of employment. Approval is sought for Mr Murray to be given any such benefit in connection with his retirement from office or employment with the Company.

The value of the benefit that might be given to Mr Murray by the exercise of the Board's discretion under the Plan will depend on a number of factors. Accordingly, the precise value of the benefit cannot be ascertained at the present time. Apart from the future Share price being unknown, the following matters which will or are likely to affect the value of the benefits are also unknown:

- (a) the number of Options held by Mr Murray prior to the cessation of his employment;
- (b) reasons for the cessation of employment and Mr Murray's length of service;
- (c) the term of the Murray Options remaining; and
- (d) the exercise of the Board's discretion at the relevant time.

## 8.5 Directors' Recommendation

The Directors (excluding Mr Murray) believe that the issue of the Murray Options and the issue of Shares to settle such Options is in the best interests of the Company, and unanimously recommend that Shareholders vote in favour of Resolution 5.

Mr Murray does not make a recommendation in relation to Resolution 5 as he has an interest in the outcome of the resolution.

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# 9. Resolution 6 - Approval of Additional 10% Capital Raising Capacity

## 9.1 General

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% annual placement capacity under Listing Rule 7.1.

Resolution 6 seeks Shareholder approval by way of a special resolution to provide the Company the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 9.2(f) below). The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 9.2(c) below).

If Resolution 6 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without further Shareholder approval.

If Resolution 6 is not passed, the Company will be unable to access the 10% Placement Capacity and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in ASX Listing Rule 7.1.

Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

## 9.2 Listing Rule 7.1A

### (a) Is the Company an eligible entity?

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$77 million, based on the closing price of Shares (\$0.36) on 5 October 2021.

**(b) What Equity Securities can be issued?**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the company.

As at the date of the Notice, the Company has on issue 1 quoted class of Equity Securities: Shares.

**(c) How many Equity Securities can be issued?**

Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

**A** is the number of Shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of fully paid Shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid Shares issued in the 12 months with Shareholder approval under Listing Rule 7.1 and 7.4. This does not include any issue of Shares under the Company's 15% annual placement capacity without Shareholder approval; and
- (D) less the number of fully paid Shares cancelled in the 12 months.

Note that "A" has the same meaning in Listing Rule 7.1 when calculating the Company's 15% annual placement capacity.

**D** is 10%.

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with Shareholder approval under Listing Rule 7.1 or 7.4.

**(d) What is the Interaction with Listing Rule 7.1?**

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% annual placement capacity under Listing Rule 7.1.

**(e) At What Price can the Equity Securities be Issued?**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued,

**(Minimum Issue Price).**



(f) **When can Equity Securities be Issued?**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A will be valid from the date of Meeting and will expire on the earlier to occur of:

- (i) the date that is 12 months after the date of the Meeting; or
- (ii) the date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),  
(10% Placement Period).

(g) **What is the Effect of Resolution 6?**

The effect of Resolution 6 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

### 9.3 **Specific Information Required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Facility:

(a) **Minimum issue price**

If the Company issues Equity Securities under the 10% Placement Facility, then the issue price will be not less than the Minimum Issue Price.

(b) **Risk of economic and voting dilution**

If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company will be diluted as shown in the below table (in the case of Options, only if the Options are converted into Shares).

The following table shows:

- (i) the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for "A" calculated in accordance with the formula in Listing Rule 7.1A.2 (see Section 9.2(c)) as at the date of the Notice (**Variable A**);
- (ii) two examples where Variable A has increased, by 50% and 100%; and
- (iii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Number of Shares on issue		Dilution		
		0.18	0.36	0.54
		50% decrease in Issue Price	Issue Price	50% increase in Issue Price
Shares currently on issue	10% Voting Dilution	21,411,400	21,411,400	21,411,400
		Shares	Shares	Shares
<b>214,113,997</b>	Funds Raised	\$3,854,052	\$7,708,104	\$11,562,156
50% increase in number of shares on issue	10% Voting Dilution	32,117,099	32,117,099	32,117,099
		Shares	Shares	Shares
<b>321,170,995</b>	Funds Raised	\$5,781,078	\$11,562,156	\$17,343,233
100% increase in number of shares on issue	10% Voting Dilution	42,822,799	42,822,799	42,822,799
		Shares	Shares	Shares
<b>428,227,994</b>	Funds Raised	\$7,708,104	\$15,416,208	\$23,124,311

**Notes:**

- The table has been prepared on the following assumptions:
  - the issue price is \$0.36, the closing price of the Shares on ASX on 5 October 2021;
  - Variable A is 214,113,997, comprising existing Shares on issue as at the date of this Meeting, which assumes that Resolutions 3 and 4 are approved by Shareholders;
  - the Company issues the maximum number of Equity Securities available under the 10% Placement Facility;
  - no convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities; and
  - the issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

Shareholders should note that there is a risk that:

- the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and



- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

(c) **Final date for issue**

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period.

Shareholder approval of the 10% Placement Facility will cease to be valid if Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

(d) **Purposes of issues under 10% Placement Facility**

For cash consideration, in which case, the Company may use funds raised from the issue of Equity Securities under Listing Rule 7.1A for continued exploration at the Company's Cape Ray Gold Project in Canada, the acquisition of new assets or investments (including expenses associated with such an acquisition), ongoing project development work and/or for general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

(e) **Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.

Further, if the Company is successful in acquiring new projects, assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new projects, assets or investments.

(f) **Issues in the past 12 months**

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its Annual General Meeting held on 18 November 2020. In the 12 months preceding the date of the 2020 Annual General Meeting and as at the date of this Notice, the Company has issued 50,332,656 Equity Securities and this represents 27% of the total number of Equity Securities on issue at the commencement of that 12-month period.

Details of each issue of Equity Securities by the Company during the 12 months preceding the date of the 2021 Annual General Meeting are set out in Schedule 3.

(g) **Voting exclusion statement**

A voting exclusion statement is included in the Notice.

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

#### **9.4 Directors Recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 6.

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## **10. Enquiries**

Shareholders are encouraged to contact Matador's company secretary, Mrs Carol Marinkovich on +61 8 9200 4960 or via email [cosec@matadormining.com.au](mailto:cosec@matadormining.com.au) if they have any queries in respect of the matters set out in this Notice.

## Schedule 1 - Definitions

**\$** means Australian dollars.

**Annual Report** means the annual report of the Company and its controlled entities for the financial year ended 30 June 2021.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**AWST** means Australian Western Standard Time as observed in Perth, Western Australia.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Closely Related Party** means a party related to Key Management Personnel as:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company or Matador** means Matador Mining Limited (ACN 612 912 393).

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the current directors of the Company.

**Equity Security** has the meaning given in the ASX Listing Rules.

**ESG** means environmental, social and governance.

**Executive** means the Managing Director, Chief Financial Officer and the Company Secretary.

**Explanatory Memorandum** means the explanatory statement accompanying the Notice.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Listing Rules** means the rules of the ASX.

**LR 7.1 Placement Shares** has the meaning set out in section 6.1.

**LR 7.1A Placement Shares** has the meaning set out in section 6.1.

**LTI Option** has the meaning set out in section 8.1.

**Meeting** means the meeting convened by the Notice.

**Minimum Issue Price** means the price per security that is not less than 75% of the volume weighted average market price for securities in that class calculated over the 15 trading days on which trades in that class were recorded in accordance with Listing Rule 7.1A.3.

**Notice or Notice of Meeting** means this notice of Meeting including the Explanatory Memorandum and the Proxy Form.

**Option** means an option to acquire a Share.

**Option Plan** means the Matador Mining Limited Option Plan, as approved by shareholders at the annual general meeting of 18 November 2020, the key terms of which are set out in Schedule 2.

**Murray Options** has the meaning set out in section 8.1.

**Placement** has the meaning set out in section 6.1.

**Placement Shares** has the meaning set out in section 6.1.

**Plan or Option Plan** has the meaning set out in section 8.1, the key terms of which are set out in Schedule 2

**Proxy Form** means the proxy form accompanying the Notice.

**Resolutions** means the resolutions set out in the Notice.

**Scoping Study** means the study of the Company's Cape Ray Gold Project released on 6 May 2020.

**Securities** mean all Equity Securities of the Company.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a registered holder of a Share.

**STI Option** has the meaning set out in section 8.1.

## Schedule 2 - Summary of Employee Securities Incentive Plan

The Company has established an employee securities incentive plan (**Plan**). The full terms of the Plan may be inspected at the registered office of the Company during normal business hours. A summary of the terms of the Plan is set out below.

**(a) Eligible Participant**

Eligible Participant means a person that:

- (i) is an "eligible participant" (as that term is defined in ASIC Class Order 14/1000) in relation to the Company or an Associated Body Corporate (as that term is defined in ASIC Class Order 14/1000); and
- (ii) has been determined by the Board to be eligible to participate in the Option Plan from time to time.

**(b) Purpose**

The purpose of the Option Plan is to:

- (i) assist in the reward, retention and motivation of Eligible Participants;
- (ii) link the reward of Eligible Participants to Shareholder value creation; and
- (iii) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Options.

**(c) Option Plan administration**

The Option Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Option Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.

**(d) Eligibility, invitation and application**

- (i) The Board may from time to time determine that an Eligible Participant may participate in the Option Plan and make an invitation to that Eligible Participant to apply for Options on such terms and conditions as the Board decides.
- (ii) On receipt of an Invitation, an Eligible Participant may apply for the Options the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.
- (iii) If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

**(e) Grant of Options**

The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Options, subject to the terms and conditions set out in the invitation, the Option Plan rules and any ancillary documentation required.

(f) **Terms of Options**

Each Option represents a right to acquire one or more Shares, subject to the terms and conditions of the Option Plan.

Prior to an Option being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Option by virtue of holding the Option. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with an Option that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to an Option that has been granted to them.

(g) **Vesting**

Any vesting conditions applicable to the grant of Options will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Options have vested. Unless and until the vesting notice is issued by the Company, the Options will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to an Option are not satisfied and/or otherwise waived by the Board, that Option will lapse.

(h) **Exercise of Options and cashless exercise**

To exercise an Option, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of options (see below), pay the Option exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

An invitation may specify that at the time of exercise of the Options, the Participant may elect not to be required to provide payment of the Option exercise price for the number of Options specified in a notice of exercise, but that on exercise of those Options the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the Option exercise price that would otherwise be payable to exercise those Options.

**Market Value** means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

An Option may not be exercised unless and until that Option has vested in accordance with the Option Plan rules, or such earlier date as set out in the Option Plan rules.

(i) **Delivery of Shares on exercise of Options**

As soon as practicable after the valid exercise of an Option by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Option Plan rules and issue a substitute certificate for any remaining unexercised Options held by that Participant.

(j) **Forfeiture of Options**

Where a Participant who holds Options ceases to be an Eligible Participant or becomes insolvent, all unvested Options will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Options to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Options held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Option Plan rules:

- (i) any Options which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
- (ii) any Options which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

**(k) Change of control**

If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Options will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.

**(l) Rights attaching to Plan Shares**

All Shares issued or transferred to a Participant upon the valid exercise of an Option (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

**(m) Disposal restrictions on Plan Shares**

If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Option Plan, the Participant will not:

- (i) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or
- (ii) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

**(n) Adjustment of Options**

If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Options will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Options is entitled, upon exercise of the Options, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Options are exercised.

Unless otherwise determined by the Board, a holder of Options does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

**(o) Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Options without exercising the Options.

**(p) Amendment of Option Plan**

Subject to the following paragraph, the Board may at any time amend any provisions of the Option Plan rules, including (without limitation) the terms and conditions upon which any Options have been granted under the Option Plan and determine that any amendments to the Option Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Option Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

**(q) Option Plan duration**

The Option Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Option Plan for a fixed period or indefinitely, and may end any suspension. If the Option Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Options granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Options may be cancelled in the manner agreed between the Company and the Participant.



### Schedule 3 - Securities Issued in the Previous 12 Months

Details of each issue of Equity Securities by the Company during the 12 months preceding the date of the Meeting are set out in the table below:

Date of Issue	Number of Securities	Type of Security	Recipient of Security	Issue price and details of any discount to Market Price (if applicable) <sup>1</sup>	Consideration, Use of Funds and Current Value as at date of this Notice (based on share price of \$0.40)
Various dates from 6/10/2020 to 6/7/2021	3,000,000	Ordinary shares	Holders of Unlisted Options exercisable at \$0.40 per Share expiring 6/7/2021 that elected to convert such Options to Shares	Issue price of \$0.40, being the exercise price of the Unlisted Options	\$1,200,000 (before costs) was raised and will expended on exploration and project development activities on the Cape Ray Gold Project and general working capital  Current Value: \$1,200,000
Various dates from 6/10/2020 to 5/10/2021	12,288,918	Ordinary shares	Holders of Unlisted Options exercisable at \$0.23 per Share that elected to convert such Unlisted Options to Shares	Issue price of \$0.23, being the exercise price of the Unlisted Options	\$2,826,451 (before costs) was raised and has been expended on exploration and project development activities on the Cape Ray Gold Project and general working capital  Value: \$4,915,567
Various dates from 6/10/2020 to 5/10/2021	3,341,955	Ordinary shares	Holders of Unlisted Options that elected to convert such Unlisted Options to Shares	Nil issue price (nil cash consideration)	Nil consideration  Current Value: \$1,336,782
11/1/2021	536,000	Unlisted options exercisable at \$0.00 each, expiring 01/07/2023	Directors STI Unlisted Options whose participation was approved by shareholders on 18 November 2020	Nil issue price (nil cash consideration)	STI incentive options subject to performance against Board approved criteria
11/1/2021	1,018,000	Unlisted options exercisable at \$0.00 each, expiring 01/07/2025	Directors LTI Unlisted Options whose participation was approved by shareholders on 18 November 2020	Nil issue price (nil cash consideration)	LTI incentive options subject to performance against Board approved criteria
11/1/2021	540,000	Unlisted options exercisable at \$0.00 each, expiring 18/11/2023	Directors Incentive Options whose participation was approved by shareholders on 18 November 2020	Nil issue price (nil cash consideration)	Vest as to one third on each of the first, second and third anniversaries of the Directors' appointment

Date of Issue	Number of Securities	Type of Security	Recipient of Security	Issue price and details of any discount to Market Price (if applicable) <sup>1</sup>	Consideration, Use of Funds and Current Value as at date of this Notice (based on share price of \$0.40)
11/1/2021	900,000	Unlisted options exercisable at \$0.63 each, expiring 18/11/2023	Directors whose participation was approved by shareholders on 18 November 2020	\$0.63 per option	Director Options
30 June 2021	28,587,783	Ordinary shares	Issued to a sophisticated investor as Canadian flow through shares at \$0.56 per Share	\$0.56	\$16,099,158 Funds will be expended on exploration and project development activities on the Cape Ray Gold Project and general working capital Current Value: \$11,435,113
20/8/2021 to 27/8/2021	120,000	Ordinary Shares	First third vested on anniversaries of the Directors' appointment and shares issued.	Nil issue price (nil cash consideration)	Nil consideration. Current value: \$48,000



Matador Mining Limited | ACN 612 912 393

# AGM Registration Card

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **9.00am (WST) on Wednesday, 10 November 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

**PHONE:** 1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

